

RECORDATION NO. 30111 FILED

FEB 29 '12 -3 5 0 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

February 29, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 1 to the Lease Agreement, dated as of January 31, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: FTS International Services, LLC  
777 Main Street  
Suite 3000  
Fort Worth, TX 76102

A description of the railroad equipment covered by the enclosed document is:

100 railcars within the series: AOKX 492318 – AOKX 495089 (previously marked AOK) as more particularly set forth in the attachment to the document.


A short summary of the document to appear in the index is:

Memorandum of Schedule No. 1 to the Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Edward M. Luria

EML/sem  
Enclosures

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EXECUTION  
VERSION

SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF SCHEDULE NO. 1 TO THE LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC ("LESSOR")***

***AND***

***FTS INTERNATIONAL SERVICES, LLC ("LESSEE")***

***DATED: JANUARY 31, 2012***  
***EFFECTIVE: NOVEMBER 1, 2011***

***LEASE AGREEMENT***

***DATED: JANUARY 31, 2012***  
***EFFECTIVE: NOVEMBER 1, 2011***

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Memorandum of Schedule No. 1 to the Lease Agreement dated as of January 31, 2012 and effective as of November 1, 2011, to a Lease Agreement made and entered into as of as of January 31, 2012 and effective as of November 1, 2011, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and FTS International Services, LLC, a Texas limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 3,250 cubic foot capacity covered hopper railcars, bearing marks and numbers as listed on Exhibit A hereto.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.
3. This Memorandum of Schedule No. 1 to the Lease Agreement is not binding upon Lessee without the signature of its General Counsel or his attorney designee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: 

NAME: Larry Stanley

TITLE: Senior Vice President

LESSEE:

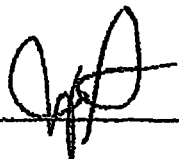
FTS INTERNATIONAL SERVICES, LLC

BY: 

NAME: Dan Patterson  
Sr. Vice President Accounting

TITLE: & Corporate Controller

APPROVED

BY: 


NAME: James T Sutton  
Assistant General Counsel,

TITLE: as designee

STATE OF OREGON                     )  
  ) ss.  
COUNTY OF CLACKAMAS            )

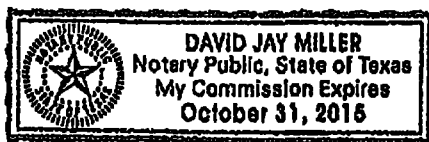
On this 29<sup>th</sup> day of February, 2012, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that ~~she~~ is the Senior Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~she~~ acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.

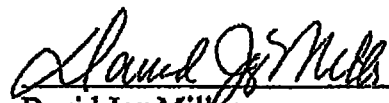


  
NOTARY PUBLIC  
My commission expires: November 8, 2013

STATE OF TEXAS                     )  
  ) ss.  
COUNTY OF TARRANT            )

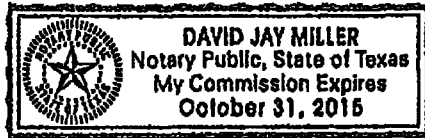
On this 31<sup>st</sup> day of January, 2012, before me personally appeared Dan Patterson, to me personally known, who being by me duly sworn, says that he is the Sr. Vice President Accounting & Corporate Controller of FTS International Services, LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.




  
David Jay Miller  
NOTARY PUBLIC  
State of Texas  
My commission expires: 10/31/15

STATE OF TEXAS                    )  
  ) ss.  
COUNTY OF TARRANT        )

On this 31<sup>st</sup> day of January, 2012, before me personally appeared James T. Sutton, to me personally known, who being by me duly sworn, says that he is the Assistant General Counsel of FTS International Services, LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



  
\_\_\_\_\_  
David Jay Miller  
NOTARY PUBLIC  
State of Texas  
My commission expires: 10/31/15

## EXHIBIT A

The Cars will be delivered bearing AOK reporting marks and will be remarked with AOKX reporting marks at Lessor's expense.

<b>Prior Mark</b>	<b>Prior Number</b>	<b>New Mark</b>	<b>New Number</b>
AOK	492318	AOKX	492318
AOK	492486	AOKX	492486
AOK	492574	AOKX	492574
AOK	492580	AOKX	492580
AOK	492708	AOKX	492708
AOK	492732	AOKX	492732
AOK	492739	AOKX	492739
AOK	492900	AOKX	492900
AOK	492952	AOKX	492952
AOK	492999	AOKX	492999
AOK	493021	AOKX	493021
AOK	493037	AOKX	493037
AOK	493042	AOKX	493042
AOK	493058	AOKX	493058
AOK	493065	AOKX	493065
AOK	493091	AOKX	493091
AOK	493092	AOKX	493092
AOK	493098	AOKX	493098
AOK	493099	AOKX	493099
AOK	493108	AOKX	493108
AOK	493110	AOKX	493110
AOK	493112	AOKX	493112
AOK	493113	AOKX	493113
AOK	493114	AOKX	493114
AOK	493115	AOKX	493115
AOK	493116	AOKX	493116
AOK	493118	AOKX	493118
AOK	493119	AOKX	493119
AOK	493122	AOKX	493122
AOK	493123	AOKX	493123
AOK	493127	AOKX	493127
AOK	493129	AOKX	493129
AOK	494224	AOKX	494224
AOK	494254	AOKX	494254
AOK	494255	AOKX	494255

<b>Prior Mark</b>	<b>Prior Number</b>	<b>New Mark</b>	<b>New Number</b>
AOK	494256	AOKX	494256
AOK	494257	AOKX	494257
AOK	494258	AOKX	494258
AOK	494260	AOKX	494260
AOK	494263	AOKX	494263
AOK	494264	AOKX	494264
AOK	494265	AOKX	494265
AOK	494266	AOKX	494266
AOK	494267	AOKX	494267
AOK	494270	AOKX	494270
AOK	494273	AOKX	494273
AOK	494274	AOKX	494274
AOK	494276	AOKX	494276
AOK	494277	AOKX	494277
AOK	494280	AOKX	494280
AOK	494281	AOKX	494281
AOK	494282	AOKX	494282
AOK	494283	AOKX	494283
AOK	494284	AOKX	494284
AOK	494285	AOKX	494285
AOK	494286	AOKX	494286
AOK	494287	AOKX	494287
AOK	494289	AOKX	494289
AOK	494290	AOKX	494290
AOK	494291	AOKX	494291
AOK	494294	AOKX	494294
AOK	494295	AOKX	494295
AOK	494296	AOKX	494296
AOK	494297	AOKX	494297
AOK	494300	AOKX	494300
AOK	494302	AOKX	494302
AOK	494303	AOKX	494303
AOK	494304	AOKX	494304
AOK	494305	AOKX	494305
AOK	494307	AOKX	494307



<b>Prior Mark</b>	<b>Prior Number</b>	<b>New Mark</b>	<b>New Number</b>
AOK	494310	AOKX	494310
AOK	494312	AOKX	494312
AOK	494316	AOKX	494316
AOK	494317	AOKX	494317
AOK	494318	AOKX	494318
AOK	494321	AOKX	494321
AOK	494323	AOKX	494323
AOK	494324	AOKX	494324
AOK	494327	AOKX	494327
AOK	494328	AOKX	494328
AOK	494329	AOKX	494329
AOK	494330	AOKX	494330
AOK	494331	AOKX	494331
AOK	494332	AOKX	494332
AOK	494336	AOKX	494336
AOK	494345	AOKX	494345
AOK	494359	AOKX	494359
AOK	495057	AOKX	495057
AOK	495077	AOKX	495077
AOK	495079	AOKX	495079
AOK	495080	AOKX	495080
AOK	495081	AOKX	495081
AOK	495082	AOKX	495082
AOK	495083	AOKX	495083
AOK	495084	AOKX	495084
AOK	495085	AOKX	495085
AOK	495086	AOKX	495086
AOK	495087	AOKX	495087
AOK	495088	AOKX	495088
AOK	495089	AOKX	495089
		<b>Total</b>	<b>100 Cars</b>